

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

x  
:  
In re : Chapter 11  
:  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
:  
x

AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL

STATE OF OHIO )  
COUNTY OF CUYAHOGA ) SS:  
 )

Albert A. Vondra, being duly sworn, deposes and says:

1. I am a Partner of PricewaterhouseCoopers LLP ("PwC") which maintains offices at 200 Public Square, 27<sup>th</sup> Floor, Cleveland, Ohio 44114.
2. Neither I, PwC, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. PwC, has represented and advised the Debtors in Troy, Michigan with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and PwC has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. § 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and PwC proposes, to render the following services to the Debtors: continued support of SEC, DOJ, FBI and outside legal counsels' inquiries related to the independent forensic investigation and additional services as required.
5. PwC's current fees arrangement is an hourly billing structure.
6. Except as set forth herein, no promises have been received by PwC or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. PwC has no agreement with any entity to share with such entity any compensation received by PwC.

8. PwC and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. PwC does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, PwC, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which PwC is to be engaged.

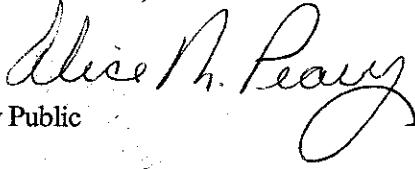
10. The foregoing constitutes the statement of Albert A. Vondra pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



Albert A. Vondra

Subscribed and sworn before me this—  
7<sup>th</sup> day of December, 2005

  
Notary Public

Alice M. Peavy  
Notary Public, State of Ohio  
Cuyahoga County  
Commission Exp. Dec-9-2008

**CERTIFICATE OF MAILING**

Copy of the above and foregoing Affidavit of Ordinary Course Professional mailed this 7th day of December, 2005, as follows:

Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098  
Attn: General Counsel

Skadden, Arps, Slate, Meagher & Flom  
333 West Wacker Drive, Suite 2100  
Chicago, IL 60606  
Attn: John Wm. Butler, Jr., Esq.

U.S. Trustee  
33 Whitehall Street, Suite 2100  
New York, NY 10044  
Attn: Alicia M. Leonhard, Esq.

Latham & Watkins  
885 Third Avenue  
New York, NY 10022  
Attn: Mark A. Broude, Esq.

Simpson, Thacher & Barlett LLP  
425 Lexington Avenue  
New York, NY 10017  
Attn: Marissa Wesley, Esq.

Davis Polk & Wardell  
450 Lexington Avenue  
New York, NY 10017  
Attn: Marlane Melican, Esq.



Albert A. Vondra